

Grafton Resources Inc.: Announces Closing of Non-Brokered Private Placement of Units

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[Grafton Resources Inc.](#) (CSE: GFT; OTCQB: PMSXF) ("Grafton" or the "Company") is pleased to announce that it has closed its non-brokered private placement previously announced on October 28, 2025 (the "Offering"), raising aggregate gross proceeds of \$2,400,000 via the issuance of 4,800,000 units (each, a "Unit") of the Company at a purchase price of \$0.50 per Unit. Each Unit consists of one common share of the Company and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder to purchase one common share (a "Warrant Share") of the Company at a purchase price of \$0.80 per Warrant Share until November 27, 2027.

The Company intends to use the proceeds of the Offering towards: (i) costs of completing the acquisition of the option (the "Option") to acquire a 100% interest in the Alicahue Copper Project, located in the Valparaiso Region of Chile, (ii) exploration activities, Option payments, and property commitments on Alicahue, and (iii) working capital and general corporate purposes. For further information on the Option and the Alicahue Copper Project, see the Company's press release dated October 28, 2025.

The Company paid aggregate finder's fees of \$133,784 in cash, and issued 267,568 non-transferable finder's warrants (each, a "Finder's Warrant") to certain arm's length finders. Each Finder's Warrant will entitle the holder to purchase one common share (a "Finder's Share") of the Company at a purchase price of \$0.80 per Finder's Share until November 27, 2027. The Offering remains subject to the acceptance of the Canadian Securities Exchange (the "Exchange"). The securities issued pursuant to the Offering are subject to a four-month hold period expiring on March 28, 2026 in accordance with applicable securities laws.

The participation of Clariden Capital Ltd., a company owned by J. Campbell Smyth, Chairman and a director of the Company, in the amount of 345,400 Units in the Offering, constitutes a related party transaction pursuant to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). See the early warning disclosure below for J. Campbell Smyth in respect of the change in his ownership of the outstanding securities of the Company. The Company is exempt from the requirements to obtain a formal valuation and minority shareholder approval in connection with the participation of the related party in the Offering in reliance on the exemptions contained in sections 5.5(b) and 5.7(1)(a) of MI 61-101, respectively, as the fair market value of the insider participation does not exceed 25% of the Company's market capitalization as determined in accordance with MI 61-101. The Offering was unanimously approved by the board of directors of the Company, with J. Campbell Smyth declaring and abstaining from voting on the resolutions approving the Offering with respect to his participation in the Offering. No materially contrary view or abstention was expressed or made by any director of the Company in relation thereto. The Company did not file a material change report related to the Offering more than 21 days before the expected closing of the Offering, as the details of the insider participation were settled shortly prior to the closing of the Offering, and the Company wished to close the Offering on an expedited basis for sound business reasons.

The securities described herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and accordingly, may not be offered or sold within the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This press release does not constitute an offer to sell or a solicitation to buy any securities in any jurisdiction.

Early Warning Disclosure

J. Campbell Smyth reports that his company Clariden Capital Ltd. purchased 345,400 Units for the aggregate purchase price of \$172,700 in the Offering, pursuant to the terms of a subscription agreement entered into between Clariden Capital Ltd. and the Company. Mr. Smyth has triggered the requirement to file an early warning report and include the early warning disclosure in this news release as his ownership and control and direction over the securities of the Company has decreased by more than 2% of the issued and outstanding common shares of the Company since his last early warning report.

Prior to the completion of the Offering, Mr. Smyth beneficially owned, or exercised control or direction over, 1,560,000 common shares and 80,000 warrants, representing approximately 13.73% of the issued and outstanding common shares of the Company on a non-diluted basis (and approximately 14.33% of the issued and outstanding common shares on a partially-diluted basis including the exercise of the Mr. Smyth's warrants). On completion of the Offering, Mr. Smyth beneficially owns, or exercises control or direction over, 1,905,400 common shares and 252,700 warrants, representing approximately 11.79% of the issued and outstanding common shares of the Company on a non-diluted basis (and approximately 13.15% of the issued and outstanding common shares on a partially-diluted basis including the exercise of the Mr. Smyth's warrants).

Mr. Smyth has no present intention to dispose of or acquire further securities of the Company. In accordance with applicable securities laws, Mr. Smyth may, from time-to-time, acquire additional securities of the Company in the open market or otherwise, and reserve the right to dispose of any or all of such securities from time-to-time, and to engage in similar transactions with respect to such securities, the whole depending on market conditions, the business and prospects of the Company and other relevant factors.

An early warning report respecting this change in security holdings will be filed and available for viewing on SEDAR+ under the profile of the Company. To obtain a copy of the early warning report, please contact Mr. Smyth by telephone at +61403203402. The Company's head office is located at 1400-1050 West Pender Street Vancouver, BC V6E 3S7.

On behalf of the board of Grafton Resources Inc.

"John Campbell Smyth"

Chairman & Director

For more information, please contact the Company at +61403203402

Cautionary Note Regarding Forward Looking Statements

This news release contains certain forward-looking statements. Generally forward-looking statements can be identified by the use of terminology such as "anticipate", "will", "expect", "may", "continue", "could", "estimate", "forecast", "plan", "potential" and similar expressions. Forward-looking statements contained in this press release include statements regarding the use of proceeds; the Option; receiving acceptance from the Exchange to the completion of the Offering; and the business and anticipated financial performance of the Company. These statements are subject to a number of risks and uncertainties. Actual results may differ materially from results contemplated by the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include the Company does not receive regulatory acceptance to the Offering; general economic condition; risks inherent in exploration activities; volatility and sensitivity to market prices; volatility and sensitivity to capital market fluctuations; and fluctuations in metal prices. Accordingly the actual events may differ materially from those projected in the forward-looking statements. The forward-looking statements contained in this press release are made as of the date hereof or the dates specifically referenced in this press release, where applicable. When relying on forward-looking statements to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and should not place undue reliance on such forward-looking statements. The Company does not undertake to update any forward looking statements, oral or written, made by itself or on its behalf, unless otherwise required pursuant to applicable laws.

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